

SMITH & NEPHEW PLC
Form F-6
September 24, 2014

As filed with the United States Securities and Exchange Commission on September 24, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

SMITH & NEPHEW PLC
(Exact name of issuer of deposited securities as specified in its charter)

n/a
(Translation of issuer's name into English)

England and Wales
(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS
(Exact name of depositary as specified in its charter)

60 Wall Street
New York, New York 10005
(212) 250-9100
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

Smith & Nephew, Inc.
150 Minuteman Road
Andover, Massachusetts 01810
(978) 749-1000
(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Deutsche Bank Trust Company Americas
60 Wall Street
New York, New York 10005
(212) 250-9100

It is proposed that this filing become effective under Rule 466

immediately upon filing on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box. o

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offering Price** | Amount of Registration Fee |
|---|-------------------------|--|---|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ordinary share(s) of Smith & Nephew plc | 200,000,000 | \$0.05 | \$10,000,000 | \$1,288 |

* Each unit represents one American Depositary Share.

**Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of receipts evidencing American Depositary Shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PART I
INFORMATION REQUIRED IN PROSPECTUS

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt, included as Exhibit A to the form of Fourth Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement and incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

| Item Number and Caption | Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus |
|--|--|
| 1. Name of depositary and address of its principal executive office | Face of Receipt |
| 2. Title of Receipts and identity of deposited securities | Face of Receipt, Top center |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one American Depositary Share | Face of Receipt, Upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Articles (15), (16) and (18) |
| (iii) The collection and distribution of dividends | Articles (4), (12), (13), (15) and (18) |
| (iv) The transmission of notices, reports and proxy soliciting material | Articles (11), (15), (16) and (18) |
| (v) The sale or exercise of rights | Articles (13), (14), (15) and (18) |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles (12), (13), (15), (17) and (18) |
| (vii) Amendment, extension or termination of the deposit arrangements | Articles (20) and (21) (no provision for extensions) |
| (viii) Rights of holders of Receipts to inspect the transfer books of the | Article (11) |

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depository and the list of holders of
Receipts

(ix) Restrictions upon the right to deposit or withdraw the underlying securities Articles (2), (3), (4), (5), (6), (8) and (22)

(x) Limitation upon the liability of the depository Articles (14), (18), (19) and (21)

3. Fees and charges which may be imposed directly or indirectly against holders of Receipts Articles (7), (8), (12) and (14)

Item 2. AVAILABLE INFORMATION Article (11)

(b) Statement that Smith & Nephew plc is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Securities and Exchange Commission. These reports and documents can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Fourth Amended and Restated Deposit Agreement, dated as of , 2014, by and among Smith & Nephew plc, Deutsche Bank Trust Company Americas, as depositary (the “Depositary”), and all Owners and Holders from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A thereto). – Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. – Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the Company in effect at any time within the last three years. – Not Applicable.
- (d) Opinion of counsel to the Depositary as to the legality of the securities being registered. – Filed herewith as Exhibit (d).
- (e) Certification under Rule 466. – Not Applicable.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. – Set forth on the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary under-takes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary under-takes to notify each registered holder of an American Depositary Receipt 30 days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, on behalf of the legal entity created by the Deposit Agreement, by and among Smith & Nephew plc, Deutsche Bank Trust Company Americas, as depositary, and all Owners and Holders from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on September 24, 2014.

Legal entity created by the Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares, each representing a specified number of ordinary shares of Smith & Nephew plc

Deutsche Bank Trust Company Americas, solely in its capacity as Depositary

By: /s/ James Kelly
Name: James Kelly
Title: Vice President

By: /s/ Christopher Konopelko
Name: Christopher Konopelko
Title: Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Smith & Nephew plc certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this registration statement or amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the United Kingdom on September 24, 2014.

Smith & Nephew plc

By: /s/ Olivier Bohuon

Name: Olivier Bohuon

Title: Chief Executive Officer

Know all persons by these presents that each person whose signature appears below constitutes and appoints Olivier Bohuon, Julie Brown and Susan Swabey, jointly and severally, his or her true lawful attorneys-in-fact and agents with full and several power of substitution and resubstitution for and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments and supplements to this registration statement and any registration statements pursuant to Rule 462(b) under the Securities Act of 1933, as amended, relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement or amendment has been signed by the following persons in the capacities indicated on September 24, 2014.

| Signatures | Capacity |
|--|--------------------------------------|
| /s/ Roberto Quarta Roberto Quarta | Chairman of the Board of Directors |
| /s/ Olivier Bohuon Olivier Bohuon | Chief Executive Officer and Director |
| /s/ Julie Brown Julie Brown | Chief Financial Officer and Director |
| /s/ Ian Barlow Ian Barlow | Director |
| /s/ The Rt Hon Baroness Bottomley The Rt Hon Baroness Bottomley | Director |
| /s/ Michael Friedman Michael Friedman | Director |
| /s/ Brian Larcombe Brian Larcombe | Director |
| /s/ Joseph Papa Joseph Papa | Director |

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Smith & Nephew plc, has signed this Registration Statement on September 24, 2014.

Authorized U.S. Representative

By: /s/ John W. Campo
Name: John W. Campo
Title: Chief Legal Officer

INDEX TO EXHIBITS

Exhibit Number

- (a) Form of Fourth Amended and Restated Deposit Agreement
- (d) Opinion of counsel to the Depositary